**UNITED STATES DISTRICT COURT**
**FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

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| INDECK KEYSTONE ENERGY, LLC, a Delaware limited liability company, | : | |
| Plaintiff, | : | CIVIL ACTION |
| v. | : | NO. 04-CV-325 (ERIE) |
| VICTORY ENERGY OPERATIONS, LLC, a Delaware limited liability company, | : | Judge Sean J. McLaughlin |
| Defendant. | : | |

**AFFIDAVIT OF NEIL BRADWELL**

I, Neil Bradwell, do hereby depose and state as follows:

1. My name is David Neil Bradwell. I am a Principal Engineer with Indeck-Keystone Energy, LLC.

2. I have been asked to conduct an audit to determine whether the source code that Victory Energy Operations, LLC ("VEO") uses for its ratings software copies or utilizes any part of the Keystone (KPSC) calculations or source code.

3. I have been asked to provide this affidavit to explain what I believe is necessary and appropriate in order to conduct this audit.



EXHIBIT "B"

4. In order to determine whether VEO's source code copies or utilizes information from the KPSC source code, I need both to review the source code itself and see how the program functions with the source code.

5. I am advised that the VEO's rating software is written in Microsoft Visual Basic 6.0. This is an object oriented language. It would be difficult to follow the logic of an object oriented program on a printed out piece of paper. In fact, limiting the audit to a simple review of paper without having the ability to search through the code using the capabilities of the VB compiler, would make the review nearly impossible. In addition, it would be very hard to decipher the code without some other supporting documentation showing the basic program structure and having an individual familiar with the code to answer questions.

6. Moreover, in order to confirm that the VEO source code does not utilize any portion of the KPSC calculations or source code, I need to run certain calculations on their program (or observe one of their engineers run the calculations). I intend to provide various input parameters into the program, and chart the results of those calculations. I then want to compare those results to the results obtained from the KPSC source code. In this way, I will be able to determine whether the VEO source code utilizes certain standards and coefficients that are identical or similar to the standards or coefficients developed by Keystone IKE and used in the KPSC source code. I cannot realistically make these comparisons from a mere review of computer printouts of the code.

7. In addition, it would be very easy to make a few changes to the code and then printout a "dummy" code for me to review. In order to confirm that I am reviewing the code that VEO actually uses in its day to day business, I need to randomly select an actual Voyager file,

have the VEO engineer input certain parameters from that file, and confirm that the same results are achieved using the code provided. Absent any mechanism to confirm that VEO has supplied the proper source code, the purpose of the audit could be easily circumvented by providing a dummy code.

8. Finally, at this point, I do not know how sophisticated VEO's rating software is. Depending on the length and complexity of the code, a review of a printout could take weeks to complete. On the other hand, no matter how long or complex the code, if I am provided with the components listed below, I believe the audit can be completed in one day, or perhaps two.

9. If I were required to limit my audit to a review of a printout of the source code, I could never confirm that I was provided with the proper code, would not be able to compare calculations run on the program. Under those circumstances, I would not be able to fulfill my assigned task of confirming that VEO's source code does not copy or utilize any part of the KPSC source code.

10. I have requested that for this audit VEO provide me with a computer with the software installed and fully functional, with an engineer proficient in its use, so that we can run the program using various input parameters. The computer must have the source code installed so that all logic and data files used in the operation of the program are readily accessible. The source code shall be viewable using the Visual Basic Compiler such that variables and objects within the source code can be tracked throughout the program. In addition it shall be possible to run the program in a debugging mode so that all of the locations where calculations are performed on key variables can be identified within the source code. The engineer should be

able to help me find relevant portions of the code, and I should be able to print out sections of the code.

11. I understand that this audit is confidential, and I must agree not to utilize any of the information in the VEO source code in my work for IKE. If I find no violations, I will so advise IKE and not provide any further information about the VEO source code. If I find violations, I would advise IKE of the nature of those violations.

FURTHER AFFIANT SAYETH NAUGHT.

APR 0 1 2008

D. Neil Bradwell, P.E.

State of Pennsylvania
County of Erie

SWORN TO AND SUBSCRIBED
BEFORE ME THIS 01 DAY OF April 2008

APR 0 1 2008

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Cheryl L. Kita, Notary Public
City of Erie, Erie County
My Commission Expires July 9, 2009